

**GODFREY & KAHN, S.C.**  
200 South Washington Street, Suite 100  
Green Bay, WI 54301  
Green Bay 920.436.7693  
Timothy F. Nixon, Esq.

**Hearing Date and Time:**  
October 3, 2019 at 10:00 a.m.

*Counsel to A.O. Smith Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re:  
SEARS HOLDING CORPORATION, *et al.*,  
Debtors. -----X  
Case No. 18-23538 (RDD)  
(Jointly Administered)

**JOINDER BY A.O. SMITH CORPORATION TO SUPPLEMENTAL  
OBJECTION OF MIEN CO. LTD. ET AL TO CONFIRMATION OF THE  
MODIFIED SECOND AMENDED JOINT CHAPTER 11 PLAN OF SEARS  
HOLDINGS CORPORATION AND ITS AFFILIATED DEBTORS AND TO  
TERMINATE EXCLUSIVITY [DOC 5266]**

A.O. Smith Corporation (“A.O. Smith”), a creditor with a pending 11 U.S.C. §503(b)(9) claim of \$608,749.87 filed March 29, 2019 as claim no. 12509, submits this joinder to the supplemental objection of Mien Co. Ltd. *et al* to confirmation of the modified second amended joint chapter 11 plan (“Plan”) of Sears Holdings Corporation and its affiliated debtors and to terminate exclusivity (the “Mien Supplemental Objection”) [Doc 5266], and represents and states as follows:

1. Despite the efforts of the parties, and their advisors, the Plan does not comply with 11 U.S.C. § 1129(a)(9)(A). It must.

2. There is a sort of Roman Empire Praetorian Guard quality to the case. Please refer to ¶ 7 of the *Mien Supplemental Objection*. Creditors should not be treated worse than the professionals. Bankruptcy is about the creditors.

3. A large dollar amount of unsecured creditors with claims voted against the Plan
4. The Court should not confirm the Plan, as proposed, at this time.

Dated: Green Bay, Wisconsin  
October 1, 2019

**GODFREY & KAHN, S.C.**

/s/ Timothy F. Nixon

Timothy F. Nixon (NYB #4436390)  
200 South Washington Street, Suite 100  
Green Bay, WI 54301  
Green Bay 920.436.7693  
FAX • 414.273.5198  
EMAIL • tnixon@gklaw.com

21276054.1